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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000002272 (3)
1. Corporation Name: FIDELITY INSURANCE AGENCY HOLDING COMPANY, INC.



Principal Place of Business: 82 DEVONSHIRE STREET, F5E MAILZONE N7A BOSTON MA 02109
Mailing Address: 82 DEVONSHIRE STREET, F5E MAILZONE N7A BOSTON MA 02109-3605

3. Date Incorporated or Qualified: 05/14/1993
3a. Date of Last Report: 03/07/1996

2. Principal Place of Business: 21 82 Devonshire St., 22 N7A, 23 Boston, MA 02109, 24 02109
2a. Mailing Address: 26 82 Devonshire St., 27 N7A, 28 Boston, MA 02109, 29 02109, 30

4. FEI Number: 04-3132324
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: (Signature typed in perfect form of registered agent and title, if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	JAMIESON, RICHARD D	1.2 NAME	
STREET ADDRESS	82 DEVONSHIRE STREET	1.3 STREET ADDRESS	
CITY - ST - ZIP	BOSTON MA 02109	1.4 CITY - ST - ZIP	
TITLE	VP	2.1 TITLE	
NAME	DOLAN, FARRELL	2.2 NAME	
STREET ADDRESS	82 DEVONSHIRE STREET	2.3 STREET ADDRESS	
CITY - ST - ZIP	BOSTON MA 02109	2.4 CITY - ST - ZIP	
TITLE	S	3.1 TITLE	Secretary
NAME	FREEDMAN, JAY	3.2 NAME	David J. Pearlman
STREET ADDRESS	82 DEVONSHIRE STREET	3.3 STREET ADDRESS	82 Devonshire Street
CITY - ST - ZIP	BOSTON MA 02109	3.4 CITY - ST - ZIP	Boston, MA 02109
TITLE	D	4.1 TITLE	
NAME	JOHNSON, EDWARD C 3RD	4.2 NAME	
STREET ADDRESS	82 DEVONSHIRE STREET	4.3 STREET ADDRESS	
CITY - ST - ZIP	BOSTON MA 02109	4.4 CITY - ST - ZIP	
TITLE	D	5.1 TITLE	
NAME	POZEN, ROBERT C	5.2 NAME	
STREET ADDRESS	82 DEVONSHIRE STREET	5.3 STREET ADDRESS	
CITY - ST - ZIP	BOSTON MA 02109	5.4 CITY - ST - ZIP	
TITLE	D	6.1 TITLE	
NAME	RODHA, RODNEY	6.2 NAME	
STREET ADDRESS	82 DEVONSHIRE STREET	6.3 STREET ADDRESS	
CITY - ST - ZIP	BOSTON MA 02109	6.4 CITY - ST - ZIP	

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14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: David J. Pearlman
David J. Pearlman, Secretary
1/16/97 (617) 563-6413
Date Daytime Phone #

CR2E034 (9/96)



ACCOUNT NO. : 072100000032
 REFERENCE : 231549 4336015
 AUTHORIZATION : *Patricia P...*
 COST LIMIT : \$ 165.00

ORDER DATE : January 22, 1997
 ORDER TIME : 11:07 AM
 ORDER NO. : 231549-010
 CUSTOMER NO: 4336015
 CUSTOMER: Ms. Jennifer White, Esq
 Fmr Corp.
 82 Devonshire Street
 Mail Zone N7a
 Boston, MA 02109

ANNUAL REPORT FILING

NAME: FIDELITY INSURANCE AGENCY
 HOLDING COMPANY, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MIKE KLUNK

EXAMINER'S INITIALS: *C. Allen*
1/24/97

RECEIVED
 96 JAN 24 PM 1:22
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA